

OFFICE OF THE SECRETARY OF STATE
STATE OF ILLINOIS



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF TRANSNATIONAL EDUCATION CORP. CALIFORNIA

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

91083916

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 13th day of FEBRUARY A.D. 19 91 and of the Independence of the United States the two hundred and 15th.



George H. Ryan
SECRETARY OF STATE

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BCA-13.15 (Rev. Oct. 1987)

GEORGE H. BYAN

0 8 3 9 | 6 File #

Submit in Duplicate

Secretary of State
State of Illinois

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Remit payment in Certified Check,
Cashiers' Check or a Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!

This Space For Use By
Secretary of State

Date 2-13-91

License Fee \$ _____

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$ 205.25

Clerk D \$ 305.25

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is _____
(Shall contain the word "corporation", "company", "incorporated",

TRANSNATIONAL EDUCATION CORP.

or "limited", or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country of Incorporation California ; Date of Incorporation 1/16/91 ; Period of Duration Perpetual

3. The address of its principal office, wherever located, is _____
62 First Street San Francisco, California 94105

and the address of its principal office in Illinois is _____
820 North Orleans Chicago, Illinois 60610

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent C T CORPORATION SYSTEM
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 E. La Salle Street
Number Street Suite # (A PO box alone is not acceptable)
Chicago 60604 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are:
None. Concurrently qualifying in thirty (30) States of the United States.

6. The names and respective residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	Brian Regnier 1080 Eddy Street	San Francisco	CA	94109
Secretary	Brian Regnier 1080 Eddy Street	San Francisco	CA	94109
Director	Brian Regnier 1080 Eddy Street	San Francisco	CA	94109
Director	Harry E. Rosenberg 6056 Shelter Bay Ave.	Mill Valley	CA	94941
Director				

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Property of Cook County Clerk's Office

91083916

To engage in any and all lawful activities for which a corporation may be organized under the California Corporations Code and permitted under the Illinois Business Corporation Act.

If not sufficient space to cover this point, add one or more sheets of the size

in this State are:

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$.01	1,000,000	1,000

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "none".

9. The amount of paid-in capital** is \$ 1,000.

** "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

10. (a) —Give an estimate of the total value of all the property of the corporation for the following year: \$ 2,000,000
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois: \$ 200,000
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 28,000,000
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 800,000

11. INTERROGATORIES

- ... (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
62 First Street San Francisco California 94105
- (b) The number of shares of all classes owned by residents of Illinois is: none
- (c) The number of shares of all classes owned by non-residents of Illinois is: 1,000
- (d) Is the corporation transacting business in this State at this time? yes
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois: February 1, 1991

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications

*** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a)

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File No. _____

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee
and franchise tax

FILED

FEB 13 1991

GEORGE H. RYAN
SECRETARY OF STATE

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RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 -- 782-6961

RECORDING DESK
BOX 170

Property of Cook County Clerk's Office

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DEPT-01 RECORDING \$16.00
T#7777 TRAN 8959 02/22/91 15:26:00
#0210 # * -91-083916
COOK COUNTY RECORDER

916C8016

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated FEB 8 19 91 attested by Brian Regler
 (Signature of Secretary or Assistant Secretary) (Type or Print Name and Title)
 Brian Regler Secretary

by Brian Regler
 (Signature of President or Vice President) (Type or Print Name and Title)
 Brian Regler President

Exact Name of Corporation: TRANSNATIONAL EDUCATION CORP.